

APR 30 '12 -4 50 PM

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

SURFACE TRANSPORTATION BOARD

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April 30, 2012

MELANIE B. YASBIN
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410-296-2225

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Security Agreement, a primary document, dated as of April 30, 2012. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Security Agreement are:

Secured Party:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Debtor:

Dupre Logistics, L.C.C.
201 Energy Parkway
Lafayette, LA 70508

A description of the equipment covered by the Memorandum of Security Agreement consists of 20 gondola cars numbered ESIX 100152, 100175, 100187, 100196, 100200, 100211, 100226, 100227, 100262, 100294, 100298, 100301, 100306, 100314, 100315, 100331, 100336, 100337, 100344, and 100350.

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

Ms. Cynthia T. Brown
April 30, 2012
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A short summary of the document to appear in the index follows: a Memorandum of Security Agreement between Banc of America Leasing & Capital, L.L.C., 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Dupre Logistics, L.C.C., 201 Energy Parkway, Lafayette, LA 70508, covering 20 gondola cars numbered ESIX 100152, 100175, 100187, 100196, 100200, 100211, 100226, 100227, 100262, 100294, 100298, 100301, 100306, 100314, 100315, 100331, 100336, 100337, 100344, and 100350.

Very Truly Yours,


Louis E. Gitomer

Enclosure

APR 30 '12 -4 50 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

Dated as of April 30, 2012

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Secured Party

and

DUPRE LOGISTICS, L.L.C.,
as Debtor

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 201_, at ____:____.M
Recordation Number _____

MEMORANDUM OF SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT dated as of April 30, 2012 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Secured Party"), and DUPRE LOGISTICS, L.L.C., and its successors and permitted assigns ("Debtor").

WITNESSETH

1. Pursuant to a Master Rail Equipment Loan and Security Agreement No. 18177-77000 dated as of April 26, 2012, and Rail Equipment Security Note No. 77001 executed pursuant thereto dated as of April 26, 2012 (collectively, the "Security Agreement"), Debtor has pledged to Secured Party a first priority security interest in all of the rail equipment described in Exhibit A attached hereto (the "Railcars").

2. The Security Agreement shall be effective as of the date first set forth hereinabove and Debtor's use of the Railcars shall be subject to the terms and conditions as set forth in the Security Agreement.

3. This Memorandum of Security Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Secured Party:

BANC OF AMERICA LEASING &
CAPITAL, LLC

By: [Signature]
Name: Cristina Foley
Title: Vice President

STATE OF Georgia)
COUNTY OF DeKalb) ss.

I HEREBY CERTIFY, that on this 30th day of April, 2012, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Cristina Foley, who acknowledged himself/herself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself/herself as the Vice President.

AS WITNESS my hand and notarial seal.

[Signature]
Notary Public

My commission expires: _____.

FLO ANN MYERS
NOTARY PUBLIC
Gwinnett County - State of Georgia
My Comm. Expires Aug. 17, 2015

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Debtor:

DUPRE LOGISTICS, L.L.C.

By: Douglas W. Plante
Name: Douglas W. Plante
Title: CEO

STATE OF LOUISIANA)
PARISH) ss.
COUNTY OF LAFOURCHE)

I HEREBY CERTIFY, that on this 27th day of MAY, 2012, before me, the undersigned, a Notary Public of the State of LOUISIANA, personally appeared Douglas W. Plante, who acknowledged himself/herself to be the CEO of DUPRE LOGISTICS, L.L.C. known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized CEO of said company by signing the name of the company by himself/herself as the CEO.

AS WITNESS my hand and notarial seal.

Ruby H. Gossard
Notary Public 07-07-16
ROBERT T. Gossard, Jr.

My commission expires: AT DEATH.

EXHIBIT A
TO MEMORANDUM OF SECURITY AGREEMENT
DATED AS OF April , 2012

Twenty (20) 4,000 Cu. Ft. Gondolas:

<u>Count</u>	<u>Car Make</u>	<u>Car Year</u>	<u>Previous Car Mark</u>	<u>Previous Car Number</u>	<u>Current Car Mark</u>	<u>Current Car Number</u>
1	Darby	1975	PSCX	261	ESIX	100262
2	Darby	1975	PSCX	180	ESIX	100187
3	Darby	1975	PSCX	322	ESIX	100315
4	Darby	1975	PSCX	307	ESIX	100301
5	Darby	1975	PSCX	363	ESIX	100350
6	Darby	1975	PSCX	190	ESIX	100196
7	Darby	1975	PSCX	224	ESIX	100227
8	Darby	1975	PSCX	194	ESIX	100200
9	Darby	1975	PSCX	357	ESIX	100344
10	Darby	1975	PSCX	346	ESIX	100336
11	Darby	1975	PSCX	207	ESIX	100211
12	Darby	1975	PSCX	298	ESIX	100294
13	Darby	1975	PSCX	166	ESIX	100175
14	Darby	1975	PSCX	303	ESIX	100298
15	Darby	1975	PSCX	223	ESIX	100226
16	Darby	1975	PSCX	312	ESIX	100306
17	Darby	1975	PSCX	347	ESIX	100337
18	Darby	1975	PSCX	141	ESIX	100152
19	Darby	1975	PSCX	321	ESIX	100314
20	Darby	1975	PSCX	341	ESIX	100331